QUASAR INDIA LIMITED

Regd. Office: 314, R.G. Mall, Sector-9, Rohini, Delhi-110085
CIN:L51909DL1979PLC009555

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013]

Dear Member(s)

Given below is the Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The proposed Special Resolutions, alongwith the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Ms. Rachna Bhasin, Practising Company Secretary as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of working hours of 21st day of January 2015. The Ballot Forms received after the said date will be treated as not received. The Scrutinizer will submit her Report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on 24th day of January 2015 at the Registered Office of the Company at 04.30 P.M. The shareholders are invited at the registered office of the Company at 314, R.G. MALL, SECTOR-9, ROHINI,DELHI-110085 at the time of declaration of result.

The date of declaration of result shall be deemed to be date of passing of the said Resolution.

Approval of the members of Company is sought by way of Postal Ballot in respect of the following business:

1.TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Object Clause of Memorandum of Association of the Company be altered and amended by inserting following new sub–clause (c) after the existing sub–clause (b) under Clause IIIA of the Memorandum of Association of the Company:

(c) To carry on business as traders in all commodities and commodity derivatives, and to act as providing services for commodities and to carry on business of acquiring, dealing, trading in shares, securities, currency including their derivatives and F&O. and to carry on business as importers, exporters, traders, distributors, stockiest, buyers, sellers, agents or merchants in all kinds of electronic goods, general goods and construction material goods.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and thing as it may, in its absolute discretion, deem necessary or expedient."

2.TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of association of the Company, all the 53,70,000 (Fifty Three lacs Seventy thousand) equity shares of Rs. 10 (Rupees Ten) each of the company be and is hereby sub-divided into 5,37,00,000 (Five crore thirty seven lac) equity shares of Rs. 1 (Rupees One) each.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to take all the necessary steps for giving effect the foregoing resolution, including recall of the share certificates, issue of new share certificates in lieu of the existing issued share certificates in terms of the foregoing resolutions and in accordance with the applicable provisions Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT as a consequence of sub-division of the equity shares of the company, clause V (share capital clause) of the memorandum of association of the company be and is hereby substituted with the following:

V . The authorised share capital of the company is Rs. 5,47,00,000 (Rupees Five crore forty seven lac) divided into 5,37,00,000 (Five crore thirty Seven lac) equity shares of Rs. 1/- (Rupees One) each and 10,000 (Ten thousand) preference shares of Rs. 100 (Rupees Hundred) each".

3.TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and any statutory modification(s) or re-enactment thereof, for the time being in force, the approval of the Members be and is hereby granted for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of

Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to exclusion of, all the existing articles thereof.

By Order of the Board of Directors

Sd/-

Chairman

Date: 19.12.2014

Place: New Delhi

Notes:

1. Explanatory statement pursuant to Section 102(1) read with section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on 19th December, 2014.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, (hereinafter the "CMA Rules") and the listing agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that E-voting is optional.
4. As per CMA Rules, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the Company's website http://www.quasarindia.in/.
5. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
6. The e-voting period ends on 21st January, 2015 (03.00 pm). E-voting shall be disabled by NSDL at 3.00 p.m. on 21st January, 2015.

7. Shareholders may, if they so desire be present at the time of the declaration of results at the Registered Office of the Company on 24th day of January 2015 at 04.30 P.M.
8. Only a shareholder entitled to vote can exercise his vote through Postal ballot.
9. A shareholder having no voting right should treat this notice as intimation only.
10. The Company has also extended e-voting facility for its members to enable them to cast their votes electronically.
11. The instructions for e-voting are as under:

A.In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

B.Open the e-mail and then open the PDF file with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

C.Open the internet browser and type the following URL: https://www.evoting.nsdl.com.

D.Click on Shareholder-Login.

E.Put user ID and password as initial password/PIN provided in the PDF file.

F.The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,* etc). Please take utmost care to keep your password confidential.

G.Home page of e-voting appears. Clicks on e-voting: Active Voting Cycles.

H.Select "EVEN" (E-Voting Event Number) Quasar India Limited.

I.Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when promoted.

J.Upon confirmation, the message "Vote cast successfully" will be displayed.

K.Once you have voted on the resolution, you will not be allowed to modify your vote.

L.For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at csrachna@gmail.com with a copy marked to evoting@nsdl.co.in.

M.In case of Members receiving Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

N.User ID and initial password is provided in the Postal Ballot Form.

O.Please follow all steps above, to cast your vote.

P.If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

Q.The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

R.In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 1 The main objects as set out in the Memorandum of Association does not include the business of commodities and commodity derivatives, business of acquiring, dealing, trading in shares, securities, currency etc. Therefore, to reflect the said business in the main objects of the MOA of the Company, the Board of directors proposed to alter the main objects by insertion of a new clause.

In terms of the provisions of Section 13 read with Section 110 of the Companies Act, 2013, any change in the object clause of Memorandum of Association of a company requires approval of Shareholders by passing a Special Resolution through Postal Ballot.

Accordingly, consent of the shareholders is solicited by passing a Special Resolution by way of Postal Ballot for alteration of main Object Clause as detailed in Item No. 1 of the accompanying Notice.

None of the Directors or Key Managerial Personnel's or their relatives are interested in the above resolution except and to the extent of their shareholding.

Item No. 2 In order to maintain uniformity in the nominal value of the company's equity shares with the nominal value of equity shares of other companies ,the Board of directors of the company, at its meeting held on 19-12-2014 resolved to take steps for sub-division of the company's equity shares of Rs. 10/- (Rupees Ten) each into shares of Rs.1/- (Rupees one) each.

Accordingly, consent of the shareholders is solicited by passing a Special Resolution by way of Postal Ballot for sub division of equity shares as detailed in Item No. 2 of the accompanying Notice.

None of the Directors or Key Managerial Personnel's or their relatives are interested in the above resolution except and to the extent of their shareholding.

Item No. 3 As all the members are aware that with the introduction of the new Companies Act, 2013, various new provisions have been introduced by the new said act. Therefore, it has made mandatory for all the Companies to adopt new set of articles in compliance with the provisions of the new Companies Act.

Accordingly, consent of the shareholders is solicited by passing a Special Resolution by way of Postal Ballot for adoption of new set of articles as detailed in Item No. 3 of the accompanying Notice.

None of the Directors or Key Managerial Personnel's or their relatives are interested in the above resolution except and to the extent of their shareholding.

QUASAR INDIA LIMITED
Regd. Office: 314, R.G. Mall, Sector-9, Rohini, Delhi-110085
Serial No._____
POSTAL BALLOT FORM
FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH

1. Name(s) of Shareholder(s)/ Beneficial Owner(s) (including Joint Holders, if any) (in Block Letters)	
2. Registered address of the Sole/ First named Shareholder/ Beneficial Owner	
3. Registered Folio No./ DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4. Number of Shares held	
5. E-voting Event Number (EVEN)	
6. User-ID	
7. Password / PIN	

8. I/ We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business as stated in the notice dated December 19, 2014 of the Company by sending my/our assent or dissent to the said resolutions by placing (√) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent/ agree to the Resolution	I/We dissent/ disagree to the Resolution
(1)	Special Resolution for alteration of Object clause of MOA			
(2)	Special Resolution for sub division of equity shares from Rs. 10/- to Re. 1/- per share			
(3)	Special Resolution for adoption of new set of articles			

Date:
Place:

Signature of the Shareholder/First Named Joint Holder

Notes:

1. If you opt to cast your vote by e-voting there is no need to fill up and sign this form.
2. **Last date for receipt of Postal Ballot Form : 21st January, 2015**
3. The e-voting period **ends on 21st January, 2015 (3.00 pm).** E-voting shall be disabled by NSDL at 3.00 p.m. on **21st January, 2015.**

Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1.A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Ms. Rachna Bhasin, Practising Company Secretaries, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2.Please convey your assent/dissent in this Postal Ballot form only. The assent or dissent received in any other format shall not be considered valid. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.

3.This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/RTA or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

4.Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.

5. The notice of Postal Ballot / E-voting is dispatched / emailed to the members whose names appear on the Register of Members as on 19th December, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.

6. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

7.Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

8.Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.